

**USATRANSFORM**  
**SECOND AMENDED AND RESTATED CERTIFICATE OF FORMATION**  
Approved March 8, 2022

USATransForm (the "**Ministry**") hereby adopts the following Restated Certificate of Formation pursuant to the provisions of the Texas Business Organizations Code, Chapter 22, as amended (the "**Code**").

**ARTICLE I**  
**NAME AND PRINCIPAL OFFICE**

The name of the Ministry is USATransForm. The principal office of the Ministry is at 550 Reserve St., Ste. #460, Southlake, TX 76092, or any other location determined by the Board.

**ARTICLE II**  
**NONPROFIT CORPORATION**

The Ministry is organized and formed as a nonprofit corporation.

**ARTICLE III**  
**DURATION**

The Ministry shall have perpetual existence.

**ARTICLE IV**  
**PURPOSES**

The Ministry is organized and shall be operated for any permitted and not prohibited purposes under the Code and Section 501(c)(3) of the Internal Revenue Code, and further described in the Ministry's Bylaws.

**ARTICLE V**  
**POWERS**

The Ministry shall have all those powers set forth in the Bylaws and the Code. Moreover, the Ministry shall have all implied powers necessary and proper to carry out its express powers. The powers of the Ministry to promote the purposes set out above are limited in the following manner:

- (a) No part of the net earnings of the Ministry shall inure to the benefit of or be distributable to its organizers, directors, officers, or other individual, except reasonable compensation for services rendered to or for the Ministry affecting one or more of its purposes and aid provided to individuals based upon need in furtherance of its purposes as set forth in the Bylaws or this Restated Certificate of Formation.
- (b) No substantial part of the activities of the Ministry shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as may be specifically allowed by Section 501(h) of the Internal Revenue Code.
- (c) The Ministry shall not participate or intervene in (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office, and the Corporation shall not engage in campaign activity or the making of political contributions.
- (d) In the event this Ministry is determined at any time to be operating as a "private foundation" as defined in Section 4941 of the Internal Revenue Code it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE VI**

### **NON-VOTING MEMBERS**

The Ministry shall have two classes of members: individuals, called Ziklag members; and employers affiliated with Ziklag members. A Ziklag member must be Christian, a successful entrepreneur or business leader, and a supporter of the Ministry; and he or she must satisfy other qualifications defined by the Board. An employer member must be affiliated with a Ziklag member and satisfy other qualifications set forth in the Bylaws. After the individual or company satisfies the qualifications for membership and expresses a desire for membership, the individual or company becomes a member upon acceptance or appointment by the Chief Executive Officer or her or his designee. Ziklag members are eligible to serve on committees and attend Ziklag Group meetings. Ziklag members and employer members have no corporate voting rights.

## ARTICLE VII DISSOLUTION

Upon the dissolution of the Ministry, after paying or making provision for payment of all liabilities, the Ministry shall distribute all of its assets to any one or more organizations designated by the Board of the Ministry which share a similar purpose and is exempt from taxes and recognized under Section 501(c)(3) of the Internal Revenue Code. Such dissolution shall occur pursuant to a plan adopted by the Board. Any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Ministry is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Ministry's Statement of Faith and Statement of Beliefs.

## ARTICLE VIII MANAGEMENT

The Ministry shall have no capital stock. The management of the affairs of the Ministry is vested in the board of directors (the "**Board**") of the Ministry as further described in the Bylaws of the Ministry and adopted by such Board.

The current Board consists of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
Kary Eldred	550 Reserve St., Ste. #460 Southlake, TX 76092
Ken Eldred	550 Reserve St., Ste. #460 Southlake, TX 76092
Jon Gibson	550 Reserve St., Ste. #460, Southlake, TX 76092
Rebecca Hagelin	550 Reserve St., Ste. #460, Southlake, TX 76092
Norm Miller	550 Reserve St., Ste. #460, Southlake, TX 76092
Nelson Mitchell	550 Reserve St., Ste. #460, Southlake, TX 76092
Julie Nimmons	550 Reserve St., Ste. #460, Southlake, TX 76092
Jeff Reeter	550 Reserve St., Ste. #460, Southlake, TX 76092
George Seay	550 Reserve St., Ste. #460, Southlake, TX 76092
Debra Waller	550 Reserve St., Ste. #460, Southlake, TX 76092

**ARTICLE IX  
REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent is Capital Corporate Services, Inc., 206 E. 9<sup>th</sup> St., Suite 1300, Austin, TX 78701. Successor registered agents may be determined by the Board as provided in the Code.

**ARTICLE X  
AMENDMENTS**

This Restated Certificate of Formation may be amended or restated by a vote of two-thirds majority of the members of the Board.

The individual filing this Second Restated Certificate of Formation is:

B. Nelson Mitchell, Jr.  
550 Reserve St., Ste. #460 Southlake, TX 76092

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. I execute this Restated Certificate of Formation on March 8, 2022 as authorized representative of the Ministry.

  
\_\_\_\_\_  
B. Nelson Mitchell, Jr.  
Secretary